

RECORDATION NO.

15128-B
FILED

AUG 19 '04

8-44 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: NYC - L583

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 15128.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Guarantor:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Senior Lessor/ Assignee:	Mellon Leasing Corporation]

Mr. Vernon A. Williams
August 17, 2004
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A description of the railroad equipment covered by the enclosed document is:

38 railcars within the series CR 53100 – CR 53148; 65 railcars within the series
CR 53191 – CR 53249.

A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-L583, by

CONSOLIDATED RAIL CORPORATION ("**Conrail**")
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

NYC NEWCO, INC. (the "**Company**")
500 Water Street
Jacksonville, Florida 32202

and

CSX TRANSPORTATION, INC. (the "**Railroad**")
500 Water Street
Jacksonville, Florida 32202.

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "**Senior Lease**" with the party named in Schedule A hereto as the "**Senior Lessor**," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:

1. The Sublease of Railroad Equipment NYC-L583 between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement NYC-L583 by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-L583 by Conrail in favor of the Senior Lessor.

IN WITNESS WHEREOF, the parties hereto have each caused
this memorandum to be duly executed by their respective officers
thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by *Joseph R. Rogers*

NYC NEWCO, INC

by *William H. Reade*

CSX TRANSPORTATION, INC.

by *William H. Reade*

STATE OF NEW YORK)
COUNTY OF NEW YORK)

SS.:

On this 15th day of August, 2004, before me personally appeared Joseph Rogers, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....Cirila Stephens.....
Notary Public

My commission expires **CIRILA STEPHENS**
NOTARY PUBLIC, State of New York
No. 01ST6088536
STATE OF NEW YORK **Qualified in Kings County**
COUNTY OF NEW YORK **Commission Expires March 3, 2007.**

On this 15th day of August, 2004, before me personally appeared Louis G. Richer, to me personally known, who, by me being duly sworn, says that he is Authorized Signature of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....Cirila Stephens.....
Notary Public

My commission expires
STATE OF NEW YORK **CIRILA STEPHENS**
NOTARY PUBLIC, State of New York
No. 01ST6088536
COUNTY OF NEW YORK **Qualified in Kings County**
Commission Expires March 3, 2007

On this 15th day of August, 2004, before me personally appeared Louis G. Richer, to me personally known, who, by me being duly sworn, says that he is Authorized Signature of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....Cirila Stephens.....
Notary Public

My commission expires
CIRILA STEPHENS
NOTARY PUBLIC, State of New York
No. 01ST6088536
Qualified in Kings County
Commission Expires March 3, 2007

SCHEDULE A
SENIOR TRANSACTION L583

Senior Lease:

Lease of Railroad Equipment dated as of December 15, 1986,
between Consolidated Rail Corporation and NEMLC Leasing
Associates No. 3 (succeeded by Mellon Leasing Corporation).

Recorded with the Interstate Commerce Commission on December 10,
1986, and assigned recordation number 15128.

Senior Lessor:

Mellon Leasing Corporation

Schedule "B" Equipment

Lease L583

L583 - AM

Count	CarInt	CarNum
1	CR	53100
2	CR	53101
3	CR	53102
4	CR	53104
5	CR	53105
6	CR	53106
7	CR	53109
8	CR	53110
9	CR	53112
10	CR	53113
11	CR	53116
12	CR	53117
13	CR	53118
14	CR	53120
15	CR	53121
16	CR	53123
17	CR	53125
18	CR	53126
19	CR	53127
20	CR	53128
21	CR	53129
22	CR	53130
23	CR	53131
24	CR	53133
25	CR	53135
26	CR	53136
27	CR	53137
28	CR	53138
29	CR	53139
30	CR	53140

L583 - AM

Count	CarInt	CarNum
31	CR	53141
32	CR	53142
33	CR	53143
34	CR	53144
35	CR	53145
36	CR	53146
37	CR	53147
38	Cr	53148

Total 38 cars L-583 AM

L583 - BM

Count	CarInt	CarNum
1	CR	53150
2	CR	53151
3	CR	53153
4	CR	53154
5	CR	53155
6	CR	53156
7	CR	53157
8	CR	53162
9	CR	53163
10	CR	53165
11	CR	53166
12	CR	53167
13	CR	53170
14	CR	53171
15	CR	53177
16	CR	53181
17	CR	53185

Schedule "B" Equipment Lease L583

L583 - BM

Count	CarInt	CarNum
18	CR	53191
19	CR	53192
20	CR	53196
21	CR	53197
22	CR	53199
23	CR	53200
24	CR	53201
25	CR	53203
26	CR	53204
27	CR	53205
28	CR	53207
29	CR	53208
30	CR	53209
31	CR	53211
32	CR	53213
33	CR	53214
34	CR	53215
35	CR	53216
36	CR	53217
37	CR	53218
38	CR	53219
39	CR	53220
40	CR	53221
41	CR	53222
42	CR	53223
43	CR	53224
44	CR	53225
45	CR	53226

L583 - BM

Count	CarInt	CarNum
46		53227
47		53228
48		53230
49		53231
50		53232
51		53233
52		53234
53		53235
54		53236
55		53237
56		53238
57		53239
58		53240
59		53241
60		53243
61		53244
62		53245
63		53246
64		53248
65		53249

Total 65 cars L-583 BM

Grand Total 103 Cars
